

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|   |                                 |
|---|---------------------------------|
| -----X  |                                 |
|   | :                               |
| <b>In re</b>                                  | : <b>Chapter 11 Case No.</b>    |
|   | :                               |
| <b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b> | : <b>08-13555 (JMP)</b>         |
|   | :                               |
| <b>Debtors.</b>                               | : <b>(Jointly Administered)</b> |
|   | :                               |
|   | :                               |
| -----X  |                                 |

**AFFIDAVIT AND DISCLOSURE STATEMENT OF Eric Bylin,**  
**ON BEHALF OF BlueGate Partners, LLC**

STATE OF Florida )  
 ) ss:  
COUNTY OF Palm Beach )

Eric Bylin, being duly sworn, upon his oath, deposes and says:

1. I am a MANAGING PARTNER of BlueGate Partners, LLC, located at 250 Royal Palm Way, Suite 300, Palm Beach, FL (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide REAL ESTATE BROKERAGE services to the Debtors, and the Firm has consented to provide such services.
3. I submit this Affidavit in accordance with the procedures set forth in the order entered November 5, 2008 authorizing the Debtors to employ professionals utilized in the ordinary course of business [Docket No. 1394] in connection with the Firm's engagement with the Debtors, pursuant to sections 105(a), 327(a), 328, 330 and 504 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the "Bankruptcy Code").

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

6. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

7. The Debtors owe the Firm \$ 0 for prepetition services.

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| In re  | : Chapter 11 Case No.    |
| LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> , | : 08-13555 (JMP)         |
| Debtors.                                       | : (Jointly Administered) |
|  | : :                      |
|  | : :                      |
| -----X   |                          |

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.  
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Jennifer Sapp  
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

BlueGate Partners, LLC

250 Royal Palm Way, Suite 300

Palm Beach, FL 33480

- 
2. Date of retention: N/A

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.<sup>1</sup>

By: Blue Gate Partners, LLC  
by Eric M. Bylin its  
Member or Managing Partner  
Eric M. Bylin

Subscribed and sworn to before me  
this 2<sup>nd</sup> day of June, 2009

Abigail Boldt  
Abigail Boldt  
Notary Public

State of Florida  
County of Palm Beach



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<sup>1</sup> If necessary.

3. Type of services provided (accounting, legal, etc.):

Real estate brokerage services

4. Brief description of services to be provided:

Owner engages Broker as Owner's exclusive agent with respect to the sale of the 734 NW 6<sup>th</sup> Avenue in Miami, Florida ("Property").

5. Arrangements for compensation (hourly, contingent, etc.)

Contingent based on Gross Purchase Price of Property

- (a) Average hourly rate (if applicable):

N/A

- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

Commission of 300 Basis Points (3.00%) of the Gross Purchase Price or a minimum of \$150,000, whichever amount is greater plus marketing expenses. Cooperating Agent Fee of 300 Basis Points (3.00%) if used. Incentive fee of 500 Basis Points (5.00%) of the additional Gross Purchase Price above \$2,000,000.

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: N/A

Date claim arose: \_\_\_\_\_

Source of Claim: \_\_\_\_\_

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: \_\_\_\_\_

Amount of Claim: \$ \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Source of claim: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

8. Stock of the Debtors currently held by the firm:

Kind of shares: N/A \_\_\_\_\_

No. of shares: \_\_\_\_\_

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A \_\_\_\_\_

Status: \_\_\_\_\_

\_\_\_\_\_

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

N/A \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

11. Name of individual completing this form:

Eric Bylin